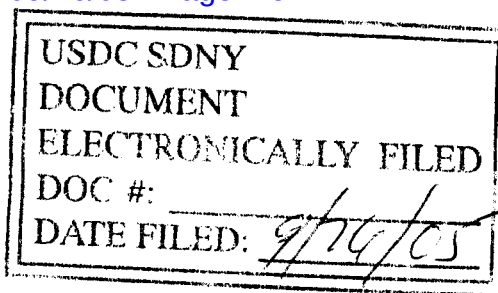


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-and-

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and Xmark Opportunity Fund, Ltd.



UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK
DOCKET NO.: 05 CV 6696 (JGK)

XMARK OPPORTUNITY FUND, L.P., and
XMARK OPPORTUNITY FUND, LTD.,

Plaintiffs,

vs.

CEPTOR CORPORATION and WILLIAM H.
PURSLEY,

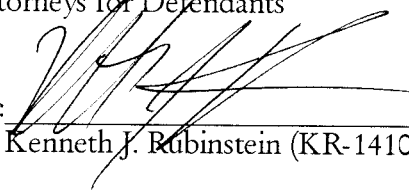
Defendants.

CIVIL ACTION
STIPULATION AND ORDER OF
DISMISSAL WITH PREJUDICE

The above-captioned matter having been adjusted amicably by and between the parties, it is hereby stipulated and agreed that this matter be and hereby is dismissed WITH PREJUDICE, and without costs or attorneys' fees as to any party.

OLSHAN GRUNDMAN FROME
ROSENZWEIG & WOLOSKY LLP
Attorneys for Defendants

By:


Kenneth J. Rubinstein (KR-1410)

DATED: September 21, 2005

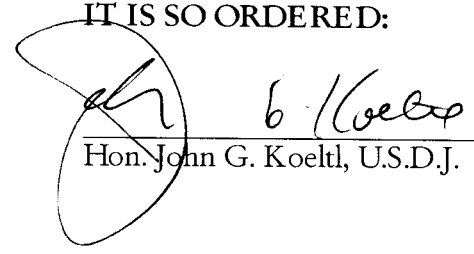
LOWENSTEIN SANDLER PC
Attorneys for Plaintiffs

By:


Zachary D. Rosenbaum

DATED: September 23, 2005

IT IS SO ORDERED:


Hon. John G. Koeltl, U.S.D.J.

DATED: 9/24, 2005